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IN THE MATTER OF:)	
)	
Ajay Sarkar,)	
)	File No. 0900258
Panacea Corporation, and its partners,)	
members, officers, directors, agents,)	
employees, affiliates, successors and)	
assigns.)	
)	

TO THE RESPONDENTS:

Ajay Sarkar
13033 Signature Point, Apt. 176
San Diego, CA 92130

Ajay Sarkar
5405 Morehouse Drive, Suite 240
San Diego, CA 92121

Panacea Corporation
c/o Ajay Sarkar
5405 Morehouse Drive, Suite 240
San Diego, CA 92121

Panacea Corporation
c/o its Registered Agent
National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Dover, DE 19904

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the “Act”), the failure to request a hearing within thirty (30) calendar days of the entry of a Temporary Order of Prohibition shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Respondents **Ajay Sarkar** and **Panacea Corporation** have failed to request a hearing on the matters contained in the Temporary Order of Prohibition within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's Findings of Fact as follows:

FRAUD IN THE OFFER AND SALE OF SECURITIES

1. Respondent **Ajay Sarkar** ("Sarkar") is an individual with last known addresses of 13033 Signature Point, Apt. 176, San Diego, CA 92130 and 5405 Morehouse Drive, Suite 240, San Diego, CA 92121.
2. Respondent **Panacea Corporation** ("Panacea") is a Delaware corporation with a principal place of business in the State of California. Panacea has a last known address of 5405 Morehouse Drive, Suite 240, San Diego, CA 92121.
3. On February 24, 2003, Panacea was incorporated in the State of Delaware. Panacea was a company that purported to design, develop and distribute computer software for corporations. Sarkar was the Chief Executive Officer of Panacea.
4. At least as early as 2004, Panacea began soliciting private placement investments of Panacea stock by holding organized meetings of potential investors ("investor meetings").
5. For example, Sarkar held an investor meeting while visiting Skokie, Illinois. During this meeting, Sarkar gave a presentation about Panacea to potential investors and also provided them with documents related to the investment in the company's stock.
6. Investor A and Investor B were present at the investor meeting held in Illinois.
7. At this investor meeting, Investor A was provided with a private placement memorandum for Panaceas Series A preferred stock, as well as a subscription documents.
8. Based on the information that Sarkar provided him at the investor meeting, Investor A agreed to make an initial investment of \$30,000 in Panacea Series A preferred stock on October 2, 2004.
9. Investor A was subsequently solicited to make two other investments in Panacea Series A preferred stock. As a result of these solicitations, Investor A invested \$10,000 on December 29, 2004 and \$15,000 on March 22, 2005.

10. Based on information provided to him by Sarkar, Investor B also invested in Panacea on a number of occasions. The amount that Investor B invested in Panacea totaled approximately \$500,000.
11. After investing in Panacea Series A preferred stock, Investor A never received any stock certificates from Panacea or any other documents from Panacea that confirmed his investment in the preferred stock.
12. Investor A inquired a number of times through 2007 or 2008 about the status of his investment in Panacea preferred stock, but to date, Investor A has never received any confirmation of his investment.
13. In addition, Investor A has requested that the money that he invested in Panacea be returned to him. To date, Panacea has not returned any money to Investor A.
14. By May or June of 2005, Sarkar had depleted all of Panacea's funds and contacted Investor B in order to solicit more funds from him.
15. Before providing Sarkar with the requested funds, Investor B repeatedly requested that Sarkar make available Panacea's books and records so that he could determine the financial condition of Panacea. Sarkar repeatedly refused to allow Investor B to review Panacea's books and records and to date, has not permitted Investor B to review any of Panacea's books and records.
16. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
17. Section 12.F of the Act provides that it shall be a violation of the provisions of this Act for any person to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.

OFFER AND SALE OF UNREGISTERED SECURITIES

18. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 "shall be registered either by coordination or qualification prior ... to their offer or sale" in the State of Illinois.
19. Sarkar, both personally and as the CEO of Panacea, failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and, as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
20. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.

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21. Section 12.D of the Act provides, *inter alia*, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State's Conclusions of Law as follows:

1. Respondents **Ajay Sarkar** and **Panacea Corporation** violated Sections 12.A, 12.D & 12.F of the Act.
2. Respondents **Ajay Sarkar** and **Panacea Corporation** and each of their partners, members, officers and directors, agents, employees, affiliates, successors and assigns are subject to, pursuant to Section 11.F of the Act, an Order which permanently prohibits them from offering or selling securities in the State of Illinois.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to Section 11.F of the Act, Respondents **Ajay Sarkar** and **Panacea Corporation** and each of their partners, members, officers and directors, agents, employees, affiliates, successors and assigns are hereby **PROHIBITED** from offering or selling any securities in or from the State of Illinois.

Dated: This 3rd day of June, 2011.


JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

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Attorney for the Secretary of State:

James R. Gleffe
Enforcement Attorney
Illinois Securities Department
Office of the Secretary of State
69 West Washington Street, Suite 1220
Chicago, Illinois 60602
312-793-3593